AMENDMENT

Applicants respectfully request entry of the following amendment, without waiver or prejudice.

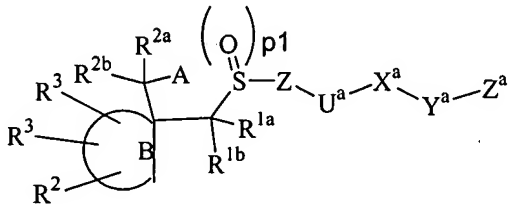
Subject matter to be added is in bold and underlined. Subject matter to be deleted is in bold and strikethrough.

In the Claims:

Please enter rewritten claims 1-5 and new claims 11-26 as provided below.

This listing of claims will replace all prior versions and listings of claims in the application.

1. (Currently amended) A compound of formula I:



I

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

A is selected from $-COR^5$, $-CO_2H$, CH_2CO_2H, $-CO_2R^6$, -CONHOH, $-CONHOR^5$, $-CONHOR^6$, $-N(OH)CHO$, $-N(OH)COR^5$, -SH, $-CH_2SH$, $-SONHR^a$, $-SN_2H_2R^a$, $-PO(OH)_2$, and $-PO(OH)NHR^a$;

ring B is a ~~**3-10**~~ **5-6** membered ~~**carbocyclic or**~~ heterocyclic ring consisting of: carbon atoms, 0-1 carbonyl groups, 0-1 double bonds, and from 0-2 ring heteroatoms selected from O, N, NR^2, and $S(O)_p$, provided that ring B contains other than a S-S, O-O, or S-O bond and provided that N-R^2 forms other than an N-O, N-N, or N-S bond;

Z is ~~absent or selected from a C_{3-13} carbocyclic residue~~ phenyl substituted with 0-5 R^b ~~and a 5-14 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-5 R^b~~;

U^a is absent or is selected from: O, NR^{a1}, C(O), ~~C(O)O, OC(O),~~ $C(O)NR^{a1}$, $NR^{a1}C(O)$, ~~OC(O)O, $OC(O)NR^{a1}$, $NR^{a1}C(O)O$, $NR^{a1}C(O)NR^{a1}$,~~ $S(O)_p$, $S(O)_pNR^{a1}$, and $NR^{a1}S(O)_p$, ~~and $NR^{a1}SO_2NR^{a1}$~~;

X^a is absent or selected from C_{1-10} alkylene, C_{2-10} alkenylene, and C_{2-10} alkynylene;

Y^a is absent or selected from O, NR^{a1}, $S(O)_p$, and C(O);

Z^a is ~~selected from a C_{3-13} carbocyclic residue substituted with 0-5 R^c and~~ a ~~5-14~~ 9-10 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-5 R^c;

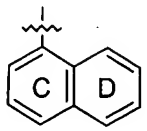
provided that Z, U^a, Y^a, and Z^a do not combine to form a N-N, N-O, O-N, O-O, $S(O)_p$-O, O-$S(O)_p$ or $S(O)_p$-$S(O)_p$ group;

R^{1a} is selected from H, C_{1-4} alkyl, phenyl, benzyl, CH_2OR^3, and $CH_2NR^aR^{a1}$;

R^{1b} is selected from H, C_{1-4} alkyl, phenyl, benzyl, CH_2OR^3, and $CH_2NR^aR^{a1}$;

alternatively, R^{1a} and R^{1b} combine to form a 3-6 membered ring consisting of: carbon atoms and 0-1 heteroatoms selected from O, S, S(O), $S(O)_2$, and NR^a;

provided that when R^{1a} and R^{1b} are hydrogen and ring B is a heterocycle, then Z^a is the following:



;

ring C is phenyl or pyridyl and is substituted with 0-2 R^c;

ring D is selected from phenyl, pyridyl, pyridazinyl, pyrimidyl, and pyrazinyl, and is substituted with 0-3 R^c;

R^2 is selected from Q, $C_{1\text{-}10}$ alkylene-Q substituted with 0-3 R^{b1}, $C_{2\text{-}10}$ alkenylene-Q substituted with 0-3 R^{b1}, $C_{2\text{-}10}$ alkynylene-Q substituted with 0-3 R^{b1}, $(CR^aR^{a1})_{r1}O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}OC(O)(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)NR^aR^{a1}$, $(CR^aR^{a1})_{r1}C(O)NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}NR^aC(O)(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}OC(O)O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}OC(O)NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}NR^aC(O)O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}NR^aC(O)NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}SO_2NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}NR^aSO_2(CR^aR^{a1})_r$-Q, and $(CR^aR^{a1})_{r1}NR^aSO_2NR^a(CR^aR^{a1})_r$-Q;

R^{2a} is selected from H, $C_{1\text{-}4}$ alkyl, phenyl, benzyl, CH_2OR^3, and $CH_2NR^aR^{a1}$;

R^{2b} is selected from H, $C_{1\text{-}4}$ alkyl, phenyl, benzyl, CH_2OR^3, and $CH_2NR^aR^{a1}$;

alternatively, R^{2a} and R^{2b} combine to form a 3-6 membered ring consisting of: carbon atoms and 0-1 heteroatoms selected from O, S, S(O), $S(O)_2$, and NR^a;

Q is selected from H, a C_{3-13} carbocyclic residue substituted with 0-5 R^d and a 5-14 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-5 R^d;

R^3, at each occurrence, is selected from Q^1, C_{1-6} alkylene-Q^1, C_{2-6} alkenylene-Q^1, C_{2-6} alkynylene-Q^1, $(CR^aR^{a1})_{r1}O(CH_2)_r$-$Q^1$, $(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r$-$Q^1$, $(CR^aR^{a1})_{r1}NR^aC(O)(CR^aR^{a1})_r$-$Q^1$, $(CR^aR^{a1})_{r1}C(O)NR^a(CR^aR^{a1})_r$-$Q^1$, $(CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r$-$Q^1$, $(CR^aR^{a1})_{r1}C(O)O(CR^aR^{a1})_r$-$Q^1$, $(CR^aR^{a1}{}_2)_{r1}S(O)_p(CR^aR^{a1})_r$-$Q^1$, and $(CR^aR^{a1})_{r1}SO_2NR^a(CR^aR^{a1})_r$-$Q^1$;

alternatively, when two R^3's are attached to the same carbon atom, they combine to form a 3-8 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-3 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-3 R^d;

Q^1 is selected from H, phenyl substituted with 0-3 R^d, naphthyl substituted with 0-3 R^d and a 5-10 membered heteroaryl consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S and substituted with 0-3 R^d;

R^a, at each occurrence, is independently selected from H, C_{1-4} alkyl, phenyl and benzyl;

R^{a1}, at each occurrence, is independently selected from H and C_{1-4} alkyl;

alternatively, R^a and R^{a1} when attached to a nitrogen are taken together with the nitrogen to which they are attached to form a 5 or 6 membered ring comprising carbon atoms and from 0-1 additional heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

R^{a2}, at each occurrence, is independently selected from C_{1-4} alkyl, phenyl and benzyl;

R^b, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, I, =O, -CN, NO_2, NR^aR^{a1}, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $R^aNC(O)O$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, CF_3, and CF_2CF_3;

R^{b1}, at each occurrence, is independently selected from OR^a, Cl, F, Br, I, =O, -CN, NO_2, and NR^aR^{a1};

R^c, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, I, =O, -CN, NO_2, NR^aR^{a1}, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $R^aNC(O)O$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, CF_3, CF_2CF_3, C_{3-10} carbocyclic residue and a 5-14 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

R^d, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, I, =O, -CN, NO_2, NR^aR^{a1}, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $R^aNC(O)O$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, CF_3, CF_2CF_3, C_{3-10} carbocyclic residue and a 5-14 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

R^5, at each occurrence, is selected from C_{1-10} alkyl substituted with 0-2 R^b, and C_{1-8} alkyl substituted with 0-2 R^e;

R^e, at each occurrence, is selected from phenyl substituted with 0-2 R^b and biphenyl substituted with 0-2 R^b;

R^6, at each occurrence, is selected from phenyl, naphthyl, C_{1-10} alkyl-phenyl-C_{1-6} alkyl-, C_{3-11} cycloalkyl, C_{1-6} alkylcarbonyloxy-C_{1-3} alkyl-, C_{1-6} alkoxycarbonyloxy-C_{1-3} alkyl-, C_{2-10} alkoxycarbonyl, C_{3-6} cycloalkylcarbonyloxy-C_{1-3} alkyl-, C_{3-6} cycloalkoxycarbonyloxy-C_{1-3} alkyl-, C_{3-6} cycloalkoxycarbonyl, phenoxycarbonyl, phenyloxycarbonyloxy-C_{1-3} alkyl-, phenylcarbonyloxy-C_{1-3} alkyl-, C_{1-6} alkoxy-C_{1-6} alkylcarbonyloxy-C_{1-3} alkyl-, [5-(C_1-C_5 alkyl)-1,3-dioxa-cyclopenten-2-one-yl]methyl, [5-(R^a)-1,3-dioxa-cyclopenten-2-one-yl]methyl, (5-aryl-1,3-dioxa-cyclopenten-2-one-yl)methyl, -C_{1-10} alkyl-NR^7R^{7a}, -$CH(R^8)OC(=O)R^9$, and -$CH(R^8)OC(=O)OR^9$;

R^7 is selected from H and C_{1-10} alkyl, C_{2-6} alkenyl, C_{3-6} cycloalkyl-C_{1-3} alkyl-, and phenyl-C_{1-6} alkyl-;

R^{7a} is selected from H and C_{1-10} alkyl, C_{2-6} alkenyl, C_{3-6} cycloalkyl-C_{1-3} alkyl-, and phenyl-C_{1-6} alkyl-;

R^8 is selected from H and C_{1-4} linear alkyl;

R^9 is selected from H, C_{1-8} alkyl substituted with 1-2 R^f, C_{3-8} cycloalkyl substituted with 1-2 R^f, and phenyl substituted with 0-2 R^b;

R^f, at each occurrence, is selected from C_{1-4} alkyl, C_{3-8} cycloalkyl, C_{1-5} alkoxy, and phenyl substituted with 0-2 R^b;

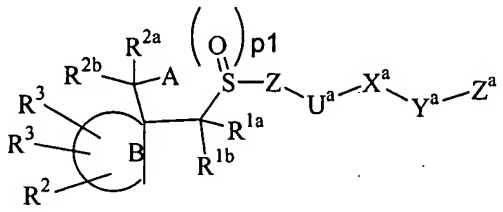
p, at each occurrence, is selected from 0, 1, and 2;

p1 is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, and 4; and,

r1, at each occurrence, is selected from 0, 1, 2, 3, and 4.

2. (Currently amended) A compound according to Claim 1, wherein the compound is of formula II:



II

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

A is selected from $-CO_2H$, CH_2CO_2H, -CONHOH, $-CONHOR^5$, $-CONHOR^6$, -N(OH)CHO, $-N(OH)COR^5$, -SH, and $-CH_2SH$;

ring B is a ~~4-7~~ 5-6 membered ~~carbocyclic or~~ heterocyclic ring consisting of: carbon atoms, 0-1 carbonyl groups, 0-1 double bonds, and from 0-2 ring heteroatoms selected from O, N, and NR^2, provided that ring B contains other than an O-O bond and provided that N-R^2 forms other than an N-O, N-N, or N-S bond;

Z is ~~absent or selected from a C_{3-6} carbocyclic residue~~ phenyl substituted with 0-4 R^b ~~and a 5-6 membered heterocycle consisting of: carbon atoms and 1-4~~

~~heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-3 R^b~~;

U^a is absent or is selected from: O, NR^{a1}, C(O), ~~C(O)O~~, C(O)NR^{a1}, $NR^{a1}C(O)$, $S(O)_p$, and $S(O)_pNR^{a1}$;

X^a is absent or selected from C_{1-4} alkylene and C_{2-4} alkynylene;

Y^a is absent or selected from O and NR^{a1};

Z^a is ~~selected from H, a C_{3-10} carbocyclic residue substituted with 0-5 R^e and~~ a ~~5-10~~ **9-10** membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-5 R^c;

provided that Z, U^a, Y^a, and Z^a do not combine to form a N-N, N-O, O-N, O-O, $S(O)_p$-O, O-$S(O)_p$ or $S(O)_p$-$S(O)_p$ group;

R^2 is selected from Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q, C_{2-6} alkynylene-Q, $(CR^aR^{a1})_{r1}O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $(CR^aR^{a1})_{r1}C(O)NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_r$-Q, and $(CR^aR^{a1})_{r1}SO_2NR^a(CR^aR^{a1})_r$-Q;

Q is selected from H, a C_{3-6} carbocyclic residue substituted with 0-5 R^d, and a 5-10 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-5 R^d;

R^a, at each occurrence, is independently selected from H, C_{1-4} alkyl, phenyl and benzyl;

R^{a1}, at each occurrence, is independently selected from H and C_{1-4} alkyl;

alternatively, R^a and R^{a1} when attached to a nitrogen are taken together with the nitrogen to which they are attached to form a 5 or 6 membered ring comprising carbon atoms and from 0-1 additional heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

R^{a2}, at each occurrence, is independently selected from C_{1-4} alkyl, phenyl and benzyl;

R^b, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, =O, -CN, NR^aR^{a1}, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, and CF_3;

R^c, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, =O, -CN, NR^aR^{a1}, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, CF_3, C_{3-6} carbocyclic residue and a 5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

R^d, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, =O, -CN, NR^aR^{a1}, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, CF_3, C_{3-6} carbocyclic residue and a 5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;

R^5, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-2 R^b, and C_{1-4} alkyl substituted with 0-2 R^e;

R^e, at each occurrence, is selected from phenyl substituted with 0-2 R^b and biphenyl substituted with 0-2 R^b;

R^6, at each occurrence, is selected from phenyl, naphthyl, C_{1-10} alkyl-phenyl-C_{1-6} alkyl-, C_{3-11} cycloalkyl, C_{1-6} alkylcarbonyloxy-C_{1-3} alkyl-, C_{1-6} alkoxycarbonyloxy-C_{1-3} alkyl-, C_{2-10} alkoxycarbonyl, C_{3-6} cycloalkylcarbonyloxy-C_{1-3} alkyl-, C_{3-6} cycloalkoxycarbonyloxy-C_{1-3} alkyl-, C_{3-6} cycloalkoxycarbonyl, phenoxycarbonyl, phenyloxycarbonyloxy-C_{1-3} alkyl-, phenylcarbonyloxy-C_{1-3} alkyl-, C_{1-6} alkoxy-C_{1-6} alkylcarbonyloxy-C_{1-3} alkyl-, [5-(C_1-C_5 alkyl)-1,3-dioxa-cyclopenten-2-one-yl]methyl, [5-(R^a)-1,3-dioxa-cyclopenten-2-one-yl]methyl, (5-aryl-1,3-dioxa-cyclopenten-2-one-yl)methyl, -C_{1-10} alkyl-NR^7R^{7a}, -$CH(R^8)OC(=O)R^9$, and -$CH(R^8)OC(=O)OR^9$;

R^7 is selected from H and C_{1-6} alkyl, C_{2-6} alkenyl, C_{3-6} cycloalkyl-C_{1-3} alkyl-, and phenyl-C_{1-6} alkyl-;

R^{7a} is selected from H and C_{1-6} alkyl, C_{2-6} alkenyl, C_{3-6} cycloalkyl-C_{1-3} alkyl-, and phenyl-C_{1-6} alkyl-;

R^8 is selected from H and C_{1-4} linear alkyl;

R^9 is selected from H, C_{1-6} alkyl substituted with 1-2 R^f, C_{3-6} cycloalkyl substituted with 1-2 R^f, and phenyl substituted with 0-2 R^b;

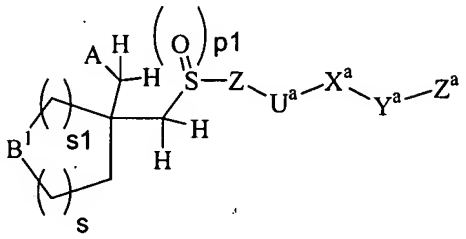
R^f, at each occurrence, is selected from C_{1-4} alkyl, C_{3-6} cycloalkyl, C_{1-5} alkoxy, and phenyl substituted with 0-2 R^b;

p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, and 4; and,

r1, at each occurrence, is selected from 0, 1, 2, 3, and 4.

3. (Currently amended) A compound according to Claim 2, wherein the compound is of formula III:



III

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

A is selected from $-CO_2H$, CH_2CO_2H, -CONHOH, $-CONHOR^5$, -N(OH)CHO, and $-N(OH)COR^5$;

B^1 is ~~selected from~~ NR^2~~,~~ or O~~, and CHR^2, provided that N-R^2 forms other than an N-O, N-N, or N-S bond~~;

Z is ~~absent or selected from a C_{5-6} carbocyclic residue~~ phenyl substituted with 0-3 R^b ~~and a 5-6 membered heteroaryl comprising carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-3 R^b~~;

U^a is absent or is selected from: O, NR^{a1}, C(O), $C(O)NR^{a1}$, $S(O)_p$, and $S(O)_pNR^{a1}$;

X^a is absent or selected from C_{1-2} alkylene and C_{2-4} alkynylene;

Y^a is absent or selected from O and NR^{a1};

Z^a is ~~selected from H, a C_{5-6} carbocyclic residue substituted with 0-3 R^e and~~ a ~~5-10~~ **9-10** membered heteroaryl comprising carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-3 R^c;

provided that Z, U^a, Y^a, and Z^a do not combine to form a N-N, N-O, O-N, O-O, $S(O)_p$-O, O-$S(O)_p$ or $S(O)_p$-$S(O)_p$ group;

R^2 is selected from Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q, C_{2-6} alkynylene-Q, $(CR^aR^{a1})_{r1}O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}C(O)O(CR^aR^{a1})_r$-Q, $(CR^aR^{a2})_{r1}C(O)NR^aR^{a1}$, $(CR^aR^{a2})_{r1}C(O)NR^a(CR^aR^{a1})_r$-Q, and $(CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_r$-Q;

Q is selected from H, a C_{3-6} carbocyclic residue substituted with 0-3 R^d and a 5-10 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-3 R^d;

R^a, at each occurrence, is independently selected from H, C_{1-4} alkyl, phenyl and benzyl;

R^{a1}, at each occurrence, is independently selected from H and C_{1-4} alkyl;

R^{a2}, at each occurrence, is independently selected from C_{1-4} alkyl, phenyl and benzyl;

R^b, at each occurrence, is independently selected from C_{1-4} alkyl, OR^a, Cl, F, =O, NR^aR^{a1}, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, and CF_3;

R^c, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, $C(O)R^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, and CF_3;

R^d, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, $C(O)R^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, CF_3 and phenyl;

R^5, at each occurrence, is selected from C_{1-4} alkyl substituted with 0-2 R^b, and C_{1-4} alkyl substituted with 0-2 R^e;

R^e, at each occurrence, is selected from phenyl substituted with 0-2 R^b and biphenyl substituted with 0-2 R^b;

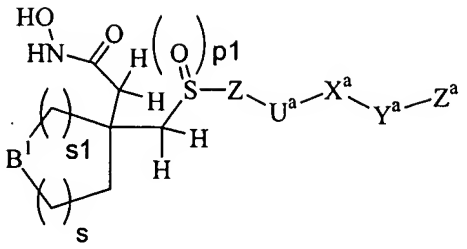
p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, and 4;

r1, at each occurrence, is selected from 0, 1, 2, 3, and 4; and,

s and s1 combine to total 1, 2, 3, or 4.

4. (Currently amended) A compound according to Claim 3, wherein the compound is of formula IV:



IV

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

Z is ~~absent or selected from~~ phenyl substituted with 0-3 R^b ~~and pyridyl substituted with 0-3 R^b~~;

U^a is absent or is O;

X^a is absent or is selected from CH_2, CH_2CH_2, and C_{2-4} alkynylene;

Y^a is absent or is O;

~~Z^a is selected from H, phenyl substituted with 0-3 R^e, pyridyl substituted with 0-3 R^e, and~~ quinolinyl substituted with 0-3 R^c;

provided that Z, U^a, Y^a, and Z^a do not combine to form a N-N, N-O, O-N, or O-O group;

R^2 is selected from Q, C_{1-6} alkylene-Q, C_{2-6} alkynylene-Q, $(CR^aR^{a1})_{r1}O(CR^aR^{a1})_r$-Q, $(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r$-Q, $C(O)(CR^aR^{a1})_r$-Q, $C(O)O(CR^aR^{a1})_r$-Q, $C(O)NR^a(CR^aR^{a1})_r$-Q, and $S(O)_p(CR^aR^{a1})_r$-Q;

Q is selected from H, cyclopropyl substituted with 0-1 R^d, cyclobutyl substituted with 0-1 R^d, cyclopentyl substituted with 0-1 R^d, cyclohexyl substituted with 0-1 R^d, phenyl substituted with 0-2 R^d and a heteroaryl substituted with 0-3 R^d, wherein

the heteroaryl is selected from pyridyl, quinolinyl, thiazolyl, furanyl, imidazolyl, and isoxazolyl;

R^a, at each occurrence, is independently selected from H, CH_3, and CH_2CH_3;

R^{a1}, at each occurrence, is independently selected from H, CH_3, and CH_2CH_3;

R^{a2}, at each occurrence, is independently selected from H, CH_3, and CH_2CH_3;

R^b, at each occurrence, is independently selected from C_{1-4} alkyl, OR^a, Cl, F, =O, NR^aR^{a1}, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, and CF_3;

R^c, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, $C(O)R^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, and CF_3;

R^d, at each occurrence, is independently selected from C_{1-6} alkyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, $C(O)R^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a2}$, CF_3 and phenyl;

p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, and 3;

r1, at each occurrence, is selected from 0, 1, 2, and 3; and,

s and s1 combine to total 2, 3, or 4.

5. A compound according to Claim 1, wherein the compound is selected from the group:

N-hydroxy-2-{2-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-2-pyrrolidinyl}acetamide;

N-hydroxy-2-{1-methyl-2-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-2-pyrrolidinyl}acetamide;

N-hydroxy-2-{1-isobutyl-2-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-2-pyrrolidinyl}acetamide;

N-hydroxy-2-[2-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-1-(3-pyridinyl)-2-pyrrolidinyl}acetamide;

2-{1-acetyl-2-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-2-pyrrolidinyl}-*N*-hydroxyacetamide;

N-hydroxy-2-{3-[({4-{(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-pyrrolidinyl}acetamide;

N-hydroxy-2-{1-methyl-3-[({4-{(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-pyrrolidinyl}acetamide;

N-hydroxy-2-{1-isopropyl-3-[({4-{(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-pyrrolidinyl}acetamide;

N-hydroxy-2-{1-isobutyl-3-[({4-{(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-pyrrolidinyl}acetamide;

N-hydroxy-2-{3-[({4-{(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-1-neopentyl-3-pyrrolidinyl}acetamide;

N-hydroxy-2-{2-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-2-piperidinyl}acetamide;

N-hydroxy-2-{1-methyl-2-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-2-piperidinyl}acetamide;

N-hydroxy-2-{1-isobutyl-2-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-2-piperidinyl}acetamide;

N-hydroxy-2-{3-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfinyl)methyl]-3-piperidinyl}acetamide;

N-hydroxy-2-{1-methyl-3-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfinyl)methyl]-3-piperidinyl}acetamide;

N-hydroxy-2-{1-isopropyl-3-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfinyl)methyl]-3-piperidinyl}acetamide;

N-hydroxy-2-{3-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-piperidinyl}acetamide;

N-hydroxy-2-{1-methyl-3-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-piperidinyl}acetamide;

N-hydroxy-2-{1-isopropyl-3-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-piperidinyl}acetamide;

N-hydroxy-2-{1-isobutyl-3-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-piperidinyl}acetamide;

N-hydroxy-2-{4-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-4-piperidinyl}acetamide;

N-hydroxy-2-{1-methyl-4-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-4-piperidinyl}acetamide;

N-hydroxy-2-{2-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]tetrahydro-2-furanyl}acetamide;

~~*N*-hydroxy-2-{1-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]cyclobutyl}acetamide;~~

~~*N*-hydroxy-2-{1-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfinyl)methyl]cyclobutyl}acetamide;~~

~~*N*-hydroxy-2-{1-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfanyl)methyl]cyclobutyl}acetamide;~~

~~*N*-hydroxy-2-{1-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]cyclohexyl}acetamide;~~

~~*N*-hydroxy-2-{1-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfanyl)methyl]cyclohexyl}acetamide;~~

~~*N*-hydroxy-2-{3-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-oxetanyl}acetamide;~~

N-hydroxy-2-{1-methyl-3-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-2-oxopyrrolidinyl}acetamide;

~~*N*-hydroxy-2-{1-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]cyclopentyl}-acetamide;~~

N-hydroxy-2-[5-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-(3-pyridinyl)-4,5-dihydro-5-isoxazolyl]acetamide;

N-hydroxy-2-[5-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]-3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]acetamide; and,

N-hydroxy-2-{4-[({4-[(2-methyl-4-quinolinyl)methoxy]phenyl}sulfonyl)methyl]tetrahydro-2*H*-pyran-4-yl}acetamide;

or a pharmaceutically acceptable salt form thereof.

6. (Original) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof.

7. (Original) A method for treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof.

8. (Orignal) A method, comprising: administering a compound of Claim 1 or a pharmaceutically acceptable salt form thereof in an amount effective to treat an inflammatory disorder.

9. (Original) A method of treating a condition or disease mediated by MMPs, TNF, aggrecanase, or a combination thereof in a mammal, comprising: administering to the mammal in need of such treatment a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof.

10. (Original) A method of treating according to Claim 10, wherein the disease or condition is referred to as acute infection, acute phase response, age related macular degeneration, alcoholism, allergy, allergic asthma, aneurism, anorexia, aortic aneurism, asthma, athersclerosis, atopic dermatitis, autoimmune disease, autoimmune hepatitis, Bechet's disease, cachexia, calcium pyrophosphate dihydrate deposition disease, cardiovascular effects, chronic fatigue syndrome, chronic obstruction pulmonary disease, coagulation, congestive heart failure, corneal ulceration, Crohn's disease, enteropathic arthropathy, Felty's syndrome, fever, fibromyalgia syndrome, fibrotic disease, gingivitis, glucocorticoid withdrawal syndrome, gout, graft versus host disease, hemorrhage, HIV infection, hyperoxic alveolar injury, infectious arthritis, inflammation, intermittent hydrarthrosis, Lyme disease, meningitis, multiple sclerosis, myasthenia gravis, mycobacterial infection, neovascular glaucoma, osteoarthritis, pelvic inflammatory disease, periodontitis, polymyositis/dermatomyositis, post-ischaemic reperfusion injury, post-radiation asthenia, psoriasis, psoriatic arthritis, pulmonary emphysema, pydoderma gangrenosum, relapsing polychondritis, Reiter's syndrome, rheumatic fever, rheumatoid arthritis, sarcoidosis, scleroderma, sepsis syndrome, Still's disease, shock, Sjogren's syndrome, skin inflammatory diseases, solid tumor growth and tumor invasion by secondary metastases, spondylitis, stroke, systemic lupus erythematosus, ulcerative colitis, uveitis, vasculitis, and Wegener's granulomatosis.

11. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 2 or a pharmaceutically acceptable salt form thereof.

12. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 3 or a pharmaceutically acceptable salt form thereof.

13. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 4 or a pharmaceutically acceptable salt form thereof.

14. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 5 or a pharmaceutically acceptable salt form thereof.

15. (New) A method for treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 2 or a pharmaceutically acceptable salt form thereof.

16. (New) A method for treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 3 or a pharmaceutically acceptable salt form thereof.

17. (New) A method for treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 4 or a pharmaceutically acceptable salt form thereof.

18. (New) A method for treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 5 or a pharmaceutically acceptable salt form thereof.

19. (New) A method of treating a condition or disease mediated by MMPs, TNF, aggrecanase, or a combination thereof in a mammal, comprising: administering to the mammal in need of such treatment a therapeutically effective amount of a compound according to Claim 2 or a pharmaceutically acceptable salt form thereof.

20. (New) A method of treating a condition or disease mediated by MMPs, TNF, aggrecanase, or a combination thereof in a mammal, comprising: administering to the mammal in need of such treatment a therapeutically effective amount of a compound according to Claim 3 or a pharmaceutically acceptable salt form thereof.

21. (New) A method of treating a condition or disease mediated by MMPs, TNF, aggrecanase, or a combination thereof in a mammal, comprising: administering to the mammal in need of such treatment a therapeutically effective amount of a compound according to Claim 4 or a pharmaceutically acceptable salt form thereof.

22. (New) A method of treating a condition or disease mediated by MMPs, TNF, aggrecanase, or a combination thereof in a mammal, comprising: administering to the mammal in need of such treatment a therapeutically effective amount of a compound according to Claim 5 or a pharmaceutically acceptable salt form thereof.

23. (New) A method of treating according to Claim 19, wherein the disease or condition is referred to as acute infection, acute phase response, age related macular degeneration, alcoholism, allergy, allergic asthma, aneurism, anorexia, aortic aneurism, asthma, athersclerosis, atopic dermatitis, autoimmune disease, autoimmune hepatitis, Bechet's disease, cachexia, calcium pyrophosphate dihydrate deposition disease, cardiovascular effects, chronic fatigue syndrome, chronic obstruction pulmonary disease, coagulation, congestive heart failure, corneal ulceration, Crohn's disease, enteropathic arthropathy, Felty's syndrome, fever, fibromyalgia syndrome, fibrotic disease, gingivitis, glucocorticoid withdrawal syndrome, gout, graft versus host disease, hemorrhage, HIV infection, hyperoxic alveolar injury, infectious arthritis, inflammation, intermittent hydrarthrosis, Lyme disease, meningitis, multiple sclerosis, myasthenia gravis, mycobacterial infection, neovascular glaucoma, osteoarthritis, pelvic inflammatory disease, periodontitis, polymyositis/dermatomyositis, post-ischaemic reperfusion injury, post-radiation asthenia, psoriasis, psoriatic arthritis, pulmonary emphysema, pydoderma gangrenosum, relapsing polychondritis, Reiter's syndrome, rheumatic fever, rheumatoid arthritis, sarcoidosis, scleroderma, sepsis syndrome, Still's disease, shock, Sjogren's syndrome, skin inflammatory diseases, solid tumor growth and tumor invasion by secondary metastases, spondylitis, stroke, systemic lupus erythematosus, ulcerative colitis, uveitis, vasculitis, and Wegener's granulomatosis.

24. (New) A method of treating according to Claim 20, wherein the disease or condition is referred to as acute infection, acute phase response, age related macular degeneration, alcoholism, allergy, allergic asthma, aneurism, anorexia, aortic aneurism, asthma, athersclerosis, atopic dermatitis, autoimmune disease, autoimmune hepatitis, Bechet's disease, cachexia, calcium pyrophosphate dihydrate deposition disease, cardiovascular effects, chronic fatigue syndrome, chronic obstruction pulmonary disease, coagulation, congestive heart failure, corneal ulceration, Crohn's disease, enteropathic arthropathy, Felty's syndrome, fever, fibromyalgia syndrome, fibrotic disease, gingivitis, glucocorticoid withdrawal syndrome, gout, graft versus host disease, hemorrhage, HIV infection, hyperoxic alveolar injury, infectious arthritis, inflammation, intermittent

hydrarthrosis, Lyme disease, meningitis, multiple sclerosis, myasthenia gravis, mycobacterial infection, neovascular glaucoma, osteoarthritis, pelvic inflammatory disease, periodontitis, polymyositis/dermatomyositis, post-ischaemic reperfusion injury, post-radiation asthenia, psoriasis, psoriatic arthritis, pulmonary emphysema, pydoderma gangrenosum, relapsing polychondritis, Reiter's syndrome, rheumatic fever, rheumatoid arthritis, sarcoidosis, scleroderma, sepsis syndrome, Still's disease, shock, Sjogren's syndrome, skin inflammatory diseases, solid tumor growth and tumor invasion by secondary metastases, spondylitis, stroke, systemic lupus erythematosus, ulcerative colitis, uveitis, vasculitis, and Wegener's granulomatosis.

25. (New) A method of treating according to Claim 21, wherein the disease or condition is referred to as acute infection, acute phase response, age related macular degeneration, alcoholism, allergy, allergic asthma, aneurism, anorexia, aortic aneurism, asthma, athersclerosis, atopic dermatitis, autoimmune disease, autoimmune hepatitis, Bechet's disease, cachexia, calcium pyrophosphate dihydrate deposition disease, cardiovascular effects, chronic fatigue syndrome, chronic obstruction pulmonary disease, coagulation, congestive heart failure, corneal ulceration, Crohn's disease, enteropathic arthropathy, Felty's syndrome, fever, fibromyalgia syndrome, fibrotic disease, gingivitis, glucocorticoid withdrawal syndrome, gout, graft versus host disease, hemorrhage, HIV infection, hyperoxic alveolar injury, infectious arthritis, inflammation, intermittent hydrarthrosis, Lyme disease, meningitis, multiple sclerosis, myasthenia gravis, mycobacterial infection, neovascular glaucoma, osteoarthritis, pelvic inflammatory disease, periodontitis, polymyositis/dermatomyositis, post-ischaemic reperfusion injury, post-radiation asthenia, psoriasis, psoriatic arthritis, pulmonary emphysema, pydoderma gangrenosum, relapsing polychondritis, Reiter's syndrome, rheumatic fever, rheumatoid arthritis, sarcoidosis, scleroderma, sepsis syndrome, Still's disease, shock, Sjogren's syndrome, skin inflammatory diseases, solid tumor growth and tumor invasion by secondary metastases, spondylitis, stroke, systemic lupus erythematosus, ulcerative colitis, uveitis, vasculitis, and Wegener's granulomatosis.

26. (New) A method of treating according to Claim 22, wherein the disease or condition is referred to as acute infection, acute phase response, age related macular degeneration, alcoholism, allergy, allergic asthma, aneurism, anorexia, aortic aneurism, asthma, atherosclerosis, atopic dermatitis, autoimmune disease, autoimmune hepatitis, Bechet's disease, cachexia, calcium pyrophosphate dihydrate deposition disease, cardiovascular effects, chronic fatigue syndrome, chronic obstruction pulmonary disease, coagulation, congestive heart failure, corneal ulceration, Crohn's disease, enteropathic arthropathy, Felty's syndrome, fever, fibromyalgia syndrome, fibrotic disease, gingivitis, glucocorticoid withdrawal syndrome, gout, graft versus host disease, hemorrhage, HIV infection, hyperoxic alveolar injury, infectious arthritis, inflammation, intermittent hydrarthrosis, Lyme disease, meningitis, multiple sclerosis, myasthenia gravis, mycobacterial infection, neovascular glaucoma, osteoarthritis, pelvic inflammatory disease, periodontitis, polymyositis/dermatomyositis, post-ischaemic reperfusion injury, post-radiation asthenia, psoriasis, psoriatic arthritis, pulmonary emphysema, pydoderma gangrenosum, relapsing polychondritis, Reiter's syndrome, rheumatic fever, rheumatoid arthritis, sarcoidosis, scleroderma, sepsis syndrome, Still's disease, shock, Sjogren's syndrome, skin inflammatory diseases, solid tumor growth and tumor invasion by secondary metastases, spondylitis, stroke, systemic lupus erythematosus, ulcerative colitis, uveitis, vasculitis, and Wegener's granulomatosis.